

MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC

1700 LINCOLN STREET, SUITE 4550
DENVER, CO 80203
(303) 830-0800
www.MarkusWilliams.com
TAX ID 84-1292298

December 13, 2017

Invoice No.: 98580

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.002 Restructure/Reorganization

PROFESSIONAL SERVICES:

			Hours	
11/15/2017	BTH	Address matters related to audit of PVHC; Address matters related to prior billings of professions in case.	0.40	118.00
		TOTAL SERVICES	0.40	118.00

EXPENSES:

	Litigation support vendors	1,410.36
	TOTAL EXPENSES Thru 11/30/2017	1,410.36
	TOTAL THIS INVOICE	1,528.36
	Previous Balance	\$11,123.51
	TOTAL OUTSTANDING INVOICES	<u>\$12,651.87</u>

Your trust account balance is

	Opening Balance	\$86,141.07
12/11/2017	Ck #9221	70,174.20
12/12/2017	Sept and Oct Interim Billing Payment	
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	-70,174.20
	Closing Balance	<u>\$86,141.07</u>

PAYABLE UPON RECEIPT

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Invoice No.: 98581

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.004 Cash Collateral

PROFESSIONAL SERVICES:

			Hours	
11/07/2017	BTH	Review required reports for continued use of cash collateral and forward the same to Bank's counsel.	0.30	88.50
TOTAL SERVICES			0.30	88.50
TOTAL THIS INVOICE				88.50
Previous Balance				\$1,357.00
TOTAL OUTSTANDING INVOICES				<u>\$1,445.50</u>

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December 13, 2017

Invoice No.: 98582

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.007 Required Reports

PROFESSIONAL SERVICES:

			Hours	
11/30/2017	BTH	Review and file monthly operating report for October 2017.	0.60	177.00
		TOTAL SERVICES	0.60	177.00
		TOTAL THIS INVOICE		177.00
		Previous Balance		\$1,917.50
		TOTAL OUTSTANDING INVOICES		<u>\$2,094.50</u>

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December 13, 2017

Invoice No.: 98583

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.008 Claims

PROFESSIONAL SERVICES:

			Hours	
11/14/2017	JFY	Review and analyze open discovery issues and responses thereto (related to claims).	1.40	553.00
11/16/2017	JFY	Conferences with others re UCC counsel re settlement issues and claims adjudication issues.	1.00	395.00
TOTAL SERVICES			2.40	948.00
TOTAL THIS INVOICE				948.00
Previous Balance				\$2,277.00
TOTAL OUTSTANDING INVOICES				<u>\$3,225.00</u>

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December 13, 2017

Invoice No.: 98584

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.013 Insurance Issues

PROFESSIONAL SERVICES:

			Hours	
11/02/2017	JMS	Correspondence and conferences with client re discovery requests by the insurers; Conference with counsel for the committee re responses to same.	1.20	372.00
11/03/2017	JMS	Review and analysis of insurers' request for a deposition; Correspondence with client re same.	0.70	217.00
11/06/2017	JMS	Review proposed deposition topics; Conferences with T. Odom, T. Copenhaver, and T. Swanson re the schedule of discovery responses and depositions.	3.70	1,147.00
	JFY	Review and analyze discovery requests from insurance carriers.	0.60	237.00
11/07/2017	JMS	Correspondence and analysis of potential settlement with UMIA.	1.50	465.00
11/08/2017	JMS	Research re legal issues surrounding potential settlement with UMIA.	1.40	434.00
	JMS	Conferences with S. Goldstein re proposed settlement with UMIA and procedures for documentation of same; Follow-up with B. Hunsicker and J. Young re same.	1.20	372.00
11/09/2017	JMS	Conferences with counsel for UMIA and the Committee to finalize terms of settlement and discuss methods for obtaining bankruptcy court approval.	1.50	465.00
11/13/2017	JMS	Conferences with counsel for the committee and counsel for the Insurers re responses to document requests.	1.30	403.00
	JMS	Draft responses to document requests.	1.50	465.00
11/14/2017	JMS	Conference with T. Swanson re procedures for approval of settlement agreement between the Debtor and UMIA.	0.60	186.00
	JMS	Review, revise and finalize and serve responses to Insurers' written discovery.	1.40	434.00

			Hours	
11/15/2017	JMS	Conference with client re status of bankruptcy case; Follow-up re proposed UMIA settlement agreement and deposition notices.	1.50	465.00
	BTH	Review files to determine documents responsive to insurer discovery requests; Review, revise and finalize discovery responses to insurers; Review UCC discovery responses to insurers.	2.60	767.00
11/16/2017	JMS	Review, revisions and analysis of proposed settlement agreement between UMIA, Debtor, Tort Claimants and others; Conference with S. Goldstein re same.	3.20	992.00
	JFY	Review and analyze post settlement agreement with UMIA.	1.50	592.50
11/17/2017	JMS	Review revisions to settlement agreement with UMIA and revisions to same.	1.40	434.00
11/19/2017	BTH	Review global settlement agreement with UMIA and address the same with client and UCC.	0.60	177.00
11/20/2017	JFY	Review and analyze open claim issues and particular insurance claim issues as they relate to the settlement agreement with insurance carriers and UMIA.	0.80	316.00
	JFY	Review and analyze proposed settlement agreement re claims against insurance carrier.	1.20	474.00
	BTH	Review and respond to correspondence from T. Copenhaver and client regarding UMIA agreement; Review UMIA agreement and provide additional suggested changes thereto to UCC; Address matters related to pre-petition and post-petition claims related to UMIA insurance policies.	2.90	855.50
11/27/2017	JMS	Review correspondence re tail coverage from UMIA; Review tail coverage policy.	0.50	155.00
11/28/2017	JFY	Continue to review and analyze various insurance issues as they related to the proposed settlement agreement with UMIA; Correspondence with other re same; Review and revise settlement agreement.	2.30	908.50
	JMS	Conferences with B. Hunsicker, T. Swanson and S. Goldstein re UMIA tail coverage and UMIA settlement agreement.	2.80	868.00
	BTH	Research files re procurement of tail coverage from UMIA; Phone conference with T. Copenhaver re status of case; Phone conference with T. Swanson re issues with UMIA; Provide further analysis to UCC on tail coverage issues; Correspondence with insurers regarding extension of objection deadline; Draft revised motion and order to extend objection deadline; Address District revision to UMIA global agreement; Provide detailed explanation of tail coverage issues to Tort Lawyers; Advise client on issues with pending UMIA global agreement.	6.40	1,888.00
11/29/2017	JMS	Conferences with T. Odom, T. Swanson, S. Goldstein, and tort claimant lawyers re UMIA tail liability coverage.	4.80	1,488.00

		Hours	
	BTH Review insurance policy information to address UMIA global settlement agreement; Phone conference with client to address tail coverage; Phone conferences with UCC and T. Swanson re settlement discussions; Review and address correspondence from UCC; Research files to assess potential risk from unknown claimants.	6.40	1,888.00
11/30/2017	JMS Conferences with counsel for UMIA regarding status of settlement and inclusion of tail policy coverage within its terms.	2.60	806.00
	TOTAL SERVICES	58.10	18,271.50
	TOTAL THIS INVOICE		18,271.50
	Previous Balance		\$42,279.38
	TOTAL OUTSTANDING INVOICES		<u>\$60,550.88</u>

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December 13, 2017

Invoice No.: 98585

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.014 Plan and Disclosure Statement

PROFESSIONAL SERVICES:

			Hours	
11/01/2017	BTH	Review and address correspondence from UCC re issues with UMIA; Address matters related to noticing of Plan and Plan documents; Address open items with Plan confirmation (1.7).	1.70	501.50
11/02/2017	JFY	Review and analyze ongoing settlement issues as they relate to Plan of Reorganization.	1.00	395.00
11/06/2017	JMS	Conferences and analysis re additional documents needed to confirm the plan of reorganization and begin to prepare same.	2.50	775.00
	BTH	Address numerous outstanding matters with respect to confirmation process including additional documents for drafting prior to confirmation hearing; Phone conference and correspondence with T. Odom re notifying employees of approved documents; Review ballot received; Review numerous creditor inquiries from notified parties; Finalize COS for Plan and Plan document mailing.	7.50	2,212.50
11/07/2017	JMS	Conferences with creditors concerned re receipt of plan and disclosure statement; Conferences with Wyoming Medicaid office re same.	0.70	217.00
	BTH	Address various correspondence and creditor inquiries regarding solicitation materials (.7); Review correspondence from UCC and tort lawyers and analyze the same (.6); Review discovery requests from insurers and proposed responses from UCC (.5); Review and respond to correspondence from T. Copenhagen (.1); Phone conferences with parties in case to address open issues (.7).	2.60	767.00
11/08/2017	JMS	Review and analysis of tort claimants comments to the plan and plan documents.	1.30	403.00
	JMS	Telephone conferences with potential creditors re receipt of plan documents.	0.20	62.00
	JMS	Correspondence with S. Goldstein re additional documentation needed for confirmation.	0.30	93.00

			Hours	
	JMS	Conference with S. Goldstein re tort claimants comments to the plan and plan documents; Follow-up conferences and correspondence with B. Hunsicker and J. Young re same.	2.20	682.00
	BTH	Address creditor inquiries regarding solicitation materials (.4); Review and respond to correspondence from UCC re plan confirmation issues and possible settlement with UMIA (.5); Review proposed revision to Plan documents (.6).	1.50	442.50
	JFY	Review and analyze committee's issues and comments to Plan.	1.00	395.00
	JFY	Review and analyze confirmation issues.	0.50	197.50
11/09/2017	JMS	Continue working on finalizing documents for confirmation of the plan; Correspondence with Bank of Wyoming, Committee counsel and Healthtech re same.	4.40	1,364.00
	JMS	Review service list for solicitation re plan to confirm that creditors who file proofs of claim received notices.	0.90	279.00
	BTH	Address creditor inquiries re solicitation materials.	0.50	147.50
	JFY	Review and analyze issues related to proposed settlement with insurance companies and structuring transaction to dovetail with Plan.	1.00	395.00
11/10/2017	JMS	Conferences and correspondence with client, creditors' committee counsel and insurers' counsel re plan confirmation and potential objections to plan and resolution of same.	3.50	1,085.00
	BTH	Phone conferences to address open issues to address prior to confirmation (.6); Address correspondence from UCC (.3); Review and analyze open issues with issuers to move forward with confirmation (1.0).	1.90	560.50
	JFY	Review Plan confirmation issues.	0.80	316.00
	JFY	Review and analyze settlement issues with insurance carriers.	0.40	158.00
11/13/2017	JMS	Prepare for and attend conferences with counsel for the committee re responses to discovery and outstanding issues for plan confirmation.	1.90	589.00
	JMS	Follow-up re supplemental solicitation of persons who filed proofs of claim.	0.50	155.00
	BTH	Phone conference with Hansen counsel re Plan; Phone conference with S. Goldstein re outstanding issues with Plan; Address discovery requests from insurers related to Plan and Plan documents; Prepare comprehensive list of outstanding items for Plan confirmation; Address creditor inquiry from North Platte re claim treatment in Plan; Review claims register for purposes of addressing claims in Plan.	6.10	1,799.50
	JFY	Review and analyze confirmation issues; Conference with UCC re Plan modification issues; Review and analyze insurance company issues; Review and analyze folding resolution of insurance company issues into modified plan.	2.50	987.50

			Hours	
11/14/2017	JMS	Continue working on solicitation procedures and documents needed to finalize plan.	0.60	186.00
	BTH	Address creditor inquiries re solicitation materials; Address supplemental mailing of solicitation materials; Phone conferences with parties in case to discuss open issues; Review proposed revisions to Plan.	2.60	767.00
	JFY	Review and analyze Plan issues in light of continuing settlement discussions.	0.60	237.00
11/15/2017	BTH	Phone conference with T. Odom to address open matters in case; Review and revise global settlement agreement from UMIA to avoid contested confirmation; Phone conferences with S. Goldstein and others to address open items with confirmation of Plan; Review and revise proposed changes to Plan from UCC and address the same with S. Goldstein.	3.20	944.00
	JFY	Continue to review and analyze confirmation issues as they relate to ongoing settlement negotiations.	0.40	158.00
11/16/2017	JMS	Review Homeland's proposed revisions to plan of reorganization.	0.50	155.00
	BTH	Phone conferences with S. Goldstein to address issues with Plan involving insurers; Review proposed revisions to TDPs from Homeland and address the same internally; Address matters related to UMIA purchase of UMIA policies; Address various creditor inquiries to solicitation materials; Review matters related to late-filed tort claim; Address proposed settlement agreement with UMIA with C. Caby; Review and address various correspondence from UCC; Begin researching procedures to address combining 9019 motion with 363 sale motion to avoid objections to Plan confirmation.	4.80	1,416.00
	JFY	Begin preparation of confirmation declarations.	0.80	316.00
11/17/2017	BTH	Address creditor inquiries regarding solicitation materials; Review issues regarding notice of Plan and Plan documents; Phone conferences and correspondence with S. Goldstein re open items regarding confirmation process; Address matters related to proposed revisions to TDPs and insurance neutrality provision from Homeland; Review and address proposed UCC revisions to global settlement with UMIA; Follow up on matters involving HTMS agreement.	4.70	1,386.50
	JFY	Preparation of Financial Advisors Declaration in Support of Confirmation; Continue to prepare Declaration by CEO of Debtor in Support of Confirmation; Begin preparing Memorandum of Law in Support of Confirmation.	4.30	1,698.50
11/20/2017	BTH	Draft Notice of Proposed Personal Injury Trustee and address the same with UCC; Address inquiries on submission of ballots for Plan; Review Plan documents and begin drafting additional supplemental documents; Review files to determine service of process of additional solicitation materials.	2.90	855.50
	JFY	Preparation of documents in support of confirmation including memorandum of law and certain declarations.	2.70	1,066.50

			Hours	
11/21/2017	BTH	Review Trust and TDPs to determine level of responsibilities of personal injury claims committee and advise client of the same (.8); Phone conference with T. Odom to discuss outstanding Plan documents required for filing (.6); Review and respond to various creditor inquiries (.6); Review consolidated proposed revisions to Plan documents and forward the same to client for review (.5); Phone conferences and correspondence with S. Goldstein re outstanding items to address for confirmation process (1.0); Initial review of proposed loan documents from the Bank and reconcile with language in Plan (.4); Address matters related to UMIA settlement agreement for purposes of avoiding contested confirmation (.9); Draft notice of proposed personal injury claims committee (.7); Draft notice of proposed loan documents for execution with Bank (.7); Begin drafting additional documents required for notice purposes regarding Plan (.8).	7.00	2,065.00
	JFY	Continue to work on documents and pleadings in support of Plan confirmation including memorandum of law.	1.00	395.00
	JFY	Correspondence with others re Plan confirmation issues and settlement issues.	0.50	197.50
11/22/2017	BTH	Address correspondence from Insurers and UCC; Review Schedule G and attachments thereto to draft Schedule of Assumed Executory Contracts and Unexpired Leases; Draft Notices of Schedule of Assumed and Rejected Executory Contracts and Unexpired Leases; Draft Notice of Loan Documents with Bank; Review documents from Bank; Review Amended Plan and reconcile with required notices; Phone conferences with T. Swanson and T. Woznick re outstanding issues with Plan confirmation.	6.30	1,858.50
11/27/2017	BTH	Review and respond to requests to continue confirmation hearing; Review and address proposed revisions regarding insurance neutrality to avoid objections from insurers; Review various ballots submitted by creditors; Review and address issues related to proposed global settlement agreement with UMIA; Phone conferences with UCC and others to address open matters with Plan; Research issues related to tail coverage from UMIA and advise parties of the same; Reconcile UCC and Debtor revisions to UMIA global settlement agreement and circulate the same to parties; Advise client of open issues in case; Draft motion and order to extend time for UMIA to object to confirmation.	7.50	2,212.50
	JFY	Preparation of Declaration in Support of Confirmation for T. Odom CEO of Powell Valley Hospital.	1.20	474.00
	JFY	Preparation of Declaration of Financial Advisor H2C in Support of Confirmation.	1.00	395.00
	JFY	Review and analyze open issues involving settlement of confirmation issues as they relate to settlement with UMIA and possibly other insurance carriers.	1.40	553.00
11/28/2017	JFY	Continue preparation of plan support documents including declarations and memorandum of law in support of confirmation.	2.60	1,027.00
11/29/2017	JFY	Continue preparation documents in support of confirmation including declarations of CEO and financial advisor; Continue preparing the memorandum of law in support of confirmation.	3.40	1,343.00

		Hours	
	JFY Conference with committee counsel re open issues.	0.70	276.50
	JFY Review and analyze UMIA confirmation issues/settlement issues.	0.80	316.00
11/30/2017	BTH Phone conferences with counsel for UMIA and UCC; Phone conferences with interested parties in case; Address various creditor inquiries; Begin review of ballots submitted in accordance with solicitation materials; Analyze alternatives to address issues with UMIA.	4.20	1,239.00
	TOTAL SERVICES	113.10	36,517.00
	TOTAL THIS INVOICE		36,517.00
	Previous Balance		\$73,902.00
12/12/2017	Payment received		-70,174.20
	TOTAL OUTSTANDING INVOICES		<u>\$40,244.80</u>

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December 13, 2017

Invoice No.: 98586

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.015 Employment and Fee Applications

PROFESSIONAL SERVICES:

			Hours	
11/06/2017	BTH	Code time entries for October 2017 interim fee application.	0.60	177.00
11/07/2017	BTH	Finalize interim fee application for October 2017.	0.70	206.50
11/20/2017	BTH	Review UCC interim fee application for September 2017 and forward the same to client for review.	0.30	88.50
11/30/2017	BTH	Research re open issues with outstanding fee applications from various professionals in case.	0.60	177.00
		TOTAL SERVICES	2.20	649.00
		TOTAL THIS INVOICE		649.00
		Previous Balance		\$12,327.50
		TOTAL OUTSTANDING INVOICES		<u>\$12,976.50</u>

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